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Counsel to the Debtors and Debtors  
in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
In re: : Chapter 11  
CIRCUIT CITY STORES, INC., : 1Case No. 08-35653 (KRH)  
et al., :  
Debtors. : Jointly Administered  
- - - - - x

**STIPULATION, AGREEMENT AND ORDER BY AND AMONG  
THE DEBTORS AND INTERNATIONAL BUSINESS MACHINES  
CORPORATION EXTENDING THE ADMINISTRATIVE CLAIMS BAR DATE**

This stipulation and agreement (the "Stipulation") is made as of this 26<sup>th</sup> day of June, 2009 by and between the debtors and debtors in possession in the above-captioned cases (collectively, "Circuit City" or the "Debtors")<sup>1</sup> and International Business Machines Corporation

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc.

("IBM"). The Debtors and IBM are collectively referred to herein as the "Parties".

WHEREAS, on November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions for chapter 11 relief with the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court").

WHEREAS, pursuant to sections 1107 and 1108 of title 11 of the United States Code (the "Bankruptcy Code"), the Debtors are continuing to manage and operate their businesses as debtors in possession.

WHEREAS, on January 8, 2009, the Debtors and IBM submitted to the Court for approval the Stipulation and Agreement By and Among the Debtors and International Business Machines Corporation Regarding Software Licenses and for Related Relief (the "Software License Stipulation"), pursuant to which Circuit City agreed to pay IBM \$6,494,899.75 in exchange for additional licenses to use certain software (the "Disputed Software") licensed to the Debtors pursuant to the International Passport Advantage

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(3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

Agreement (the "IPAA") and the International Passport License Agreement (the "IPLA"), as more fully set forth therein.

WHEREAS, due to the Debtors' liquidation, the Software License Stipulation did not become effective and the motion to approve the Software License Stipulation (the "Stipulation Approval Motion") has been adjourned from time to time and subsequently withdrawn.

WHEREAS, the Debtors, IBM and the Official Committee of Unsecured Creditors are in the midst of negotiations to resolve the Debtors use of Disputed Software and are hopeful that a resolution will shortly be reached.

WHEREAS, IBM is nearing completion of its reconciliation of invoice payments with respect to certain other services provided to the Debtors and it appears that a credit could be due to Debtors on account of such reconciliation.

WHEREAS, the bar date for the filing of administrative expense claims is June 30, 2009, (the "Administrative Claim Bar Date") and the resolution of the aforementioned negotiations and reconciliation could directly affect both the existence and size of IBM's administrative expense claim, if any.

NOW, THEREFORE, intending to be legally bound hereby, upon order of the Bankruptcy Court as contemplated hereby (the "Order"), the Parties hereto stipulate as follows:

1. The Administrative Claim Bar Date is hereby extended as to IBM through and including July 31, 2009.

2. Upon entry of the Order by the Bankruptcy Court, this Stipulation shall be binding upon and shall inure to the benefit of each of the Parties and each of their respective successors and assigns.

3. The Bankruptcy Court shall retain exclusive jurisdiction to hear and determine all matters relating to or arising from this Stipulation.

4. This Stipulation contains the entire agreement and understanding between the Parties with respect to the subject matter hereof, and supersedes and replaces all prior negotiations or proposed agreements, written or oral.

5. This Stipulation may be executed in counterparts, each of which shall be deemed to be an original, but all of which, together will constitute one and the same agreement. This Stipulation may be executed by facsimile or electronic signature which shall have the same force and effect as an original signature.

IN WITNESS WHEREOF, the Parties have set their hands  
in agreement as of the date written above.

**CIRCUIT CITY STORES, INC.**

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- and -

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/s/ Douglas M. Foley  
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Counsel for Circuit City Stores Inc.

**INTERNATIONAL BUSINESS MACHINES CORPORATION  
and IBM CREDIT, LLC**

By:

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-and-

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Counsel to International Business Machines  
Corporation

Agreed to:

**OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

By:

PACHULSKI STANG ZIEHL & JONES LLP

Richard M. Pachulski (CA Bar No. 90073)  
Robert J. Feinstein (NY Bar No. RF-2836)  
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-and-

Tavenner & Beran, PLC

/s/ Lynn L. Tavenner

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Counsel for the Official Committee of Unse-  
cured Creditors

**ORDER**

Upon consideration of the foregoing, it is  
hereby:

ORDERED, that the Stipulation is hereby approved  
in its entirety; and it is further

ORDERED, that this Court shall retain jurisdic-  
tion to hear and determine all matters arising from or re-  
lated to this Stipulation and Order.

Dated: Richmond, Virginia  
\_\_\_\_\_, 2009

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UNITED STATES BANKRUPTCY JUDGE

Entered on docket:



WE ASK FOR THIS:

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Ian S. Fredericks, Esq.  
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Counsel to the Debtors and  
Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley